

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

Case No. 07 Civ. 6146

-against-

THEODORE ROXFORD a/k/a LAWRENCE
DAVID NIREN and HOLLINGSWORTH,
ROTHWELL & ROXFORD,

Defendants.
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AFFIDAVIT OF KENNETH ROTHWELL

KENNETH ROTHWELL, states the following under penalties of perjury:

1. I am a partner of Defendant Hollingsworth, Rothwell & Roxford ("HRR"), I currently reside in Tennessee, and I submit this Affidavit in Support of HRR's motion to dismiss this case, or in the alternative, transfer this case to a proper venue.
2. Hollingsworth, Mayer, Rothwell & Roxford ("HMRR") was a partnership formed in Melbourne/Palm Bay, Florida in January 2003. HMRR dissolved in February 2003, when one of the partners, Mayer, left the partnership. Subsequently, in late February 2003, the new partnership, HRR, was formed.
3. At all relevant times to the allegations of the Complaint HMRR, and subsequently HRR, maintained a business office in, and only in, the State of Florida.
4. With respect to the allegations contained in the Complaint, at no time did HRR, or anyone acting on behalf of HRR: (i) visit any county within the Southern District of New York; (ii) perform work in any county within the Southern District of New York; (iii) negotiate any

contemplated or actual contract or deal in any county within the Southern District of New York;
or (iv) tender any offer to any company in any county within the Southern District of New York.

5. Further, at all relevant times, Mr. Hollingsworth worked out of the HRR's Florida office and resided in the State of Florida. Indeed, Mr. Hollingsworth currently resides in the State of Florida.

6. Quite simply, there is no connection whatsoever between HRR (as it relates to any of the facts or allegations stated in the Complaint) and any county within the Southern District of New York.


Kenneth Rothwell

Before me this _____
Day of August 2007

Notary Public

WITNESSED BY: NATHAN SAMUEL *Nathan Samuel*
DATE: AUG 29, 2007
MILITARY ID. CARD NUMBER: 1955216
PASSPORT I.D. NUMBER: 207775666

